



PUBLIC NOTICE

Federal Communications Commission
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DA 11-681
Released: April 14, 2011

**CITADEL BROADCASTING CORPORATION AND CUMULUS MEDIA INC. SEEK
APPROVAL TO TRANSFER CONTROL OF AND ASSIGN FCC AUTHORIZATIONS AND
LICENSES**

PLEADING CYCLE ESTABLISHED

MB Docket No. 11-66

Petition to Deny Date: May 13, 2011
Opposition Date: May 23, 2011
Reply Date: May 31, 2011

On March 30, 2011, and March 31, 2011, pursuant to an Agreement and Plan of Merger dated March 9, 2011, Citadel Broadcasting Corporation (“Citadel”) and Cumulus Media Inc. (“CMI”), jointly submitted applications to the Commission seeking consent to the transfer of control and assignment of certain licenses pursuant to Section 310(d) of the Communications Act of 1934, as amended.¹ The proposed transfer of control and assignment of these licenses is part of a larger transaction whereby a wholly-owned subsidiary of CMI will acquire control of Citadel. In addition, because of the proposed distribution of CMI stock to current Citadel stockholders and to two new groups of investors in CMI, Crestview Radio Investors, LLC and investors acquiring stock through MIHI LLC, there will be a transfer of control of CMI from the current ownership. The jointly filed applications are listed in the Appendix to this Public Notice.

Four sets of applications were concurrently filed on March 30, 2011, and March 31, 2011: (A) One Form 315 application seeking consent to the transfer of control of Cumulus Licensing LLC (“Cumulus”), an indirect subsidiary of CMI; (B) Six (6) Form 315 applications seeking consent to the transfer of control of Cumulus Media Partners, LLC (“CMP”), which will become a wholly owned subsidiary of CMI prior to consummation of the Agreement and Plan of Merger; (C) Thirteen (13) Form 315 applications seeking consent to the transfer of control of the thirteen (13) Citadel subsidiaries that hold licenses for 228 radio stations; and (D) Four (4) Form 314 applications seeking consent to assign from Cumulus, CMP subsidiaries and Citadel subsidiaries to Volt Radio, LLC (“Volt Radio”) certain radio station licenses. Volt Radio is the trustee of four separate insulated divestiture trusts. The licenses placed in trust must be divested because (a) as a result of its transfer of control, Cumulus will lose its

¹ 47 U.S.C. § 310(d).

grandfathered status in certain markets, (b) CMP is no longer in compliance with the ownership limitations in Section 73.3555(a) of the Commission's Rules in one market because of a decrease in the number of radio stations in that market, or (c) the common ownership of the Cumulus, CMP and Citadel radio stations in certain markets would result in CMI having an attributable interest in a number of radio stations that exceeds the limits set forth in Section 73.3555(a) of the Commission's Rules.

EX PARTE STATUS OF THIS PROCEEDING

CMI's counsel has requested that this proceeding be made permit-but-disclose for *ex parte* purposes. In view of this and in order to assure the staff's ability to discuss and obtain information needed to resolve expeditiously the issues presented, by this Public Notice, and pursuant to Section 1.1200(a) of the Commission's Rules,² we announce that the *ex parte* procedures applicable to permit-but-disclose proceedings will govern our consideration of the instant proceeding.³

Permit-but-disclose *ex parte* procedures permit interested parties to make *ex parte* presentations to the Commissioners and Commission employees and require that these presentations be disclosed in the record of the relevant proceeding. Parties making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁴ More than a one- or two-sentence description of the views and arguments presented generally is required.⁵ Persons making a written *ex parte* presentation to the Commissioners or Commission employees must file the written presentation no later than the next business day after the presentation.⁶ Persons making oral *ex parte* presentations must file a summary of the oral presentation no later than the next business day after the presentation.⁷ We strongly urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions. All *ex parte* filings must be clearly labeled as such and must reference MB Docket No. 11-66.

GENERAL INFORMATION

The applications for transfer of control and assignment of license referred to in this Public Notice have been accepted for filing upon initial review. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules, regulations, or policies. Interested persons must file petitions to deny no later than **May 13, 2011**. Oppositions to petitions to deny must be filed no later than **May 23, 2011**. Replies must be filed no later than **May 31, 2011**. Persons and entities that file petitions to deny become parties to the proceeding.

² 47 C.F.R. § 1.1200(a).

³ *See id.* § 1.1206.

⁴ *Id.* § 1.1206(b)(2).

⁵ *Id.*

⁶ *Id.* § 1.1206(b)(1).

⁷ *Id.* § 1.1206(b)(2).

To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. Replies may only address matters raised in oppositions.⁸ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously.⁹ Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

All filings concerning matters referenced in this Public Notice should refer to MB Docket No.11-66, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by filing paper copies.

- **Electronic Filers:** Documents may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. Filings may be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
- All hand-delivered or messenger-delivered paper filings for the Commission's Secretary must be delivered to FCC Headquarters at 445 12th Street, S.W., Room TW-A325, Washington, D.C. 20554. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building.
- Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, Maryland 20743.
- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, S.W., Washington, D.C. 20554.

In addition, one copy of each submission must be sent to the following:

- The Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone 1-800-378-3160, e-mail fcc@bcpiweb.com;
- Taft Snowdon, Audio Division, Media Bureau, Room 2-A260, e-mail Taft.Snowdon@fcc.gov
- Joel Rabinovitz, Office of General Counsel, Room 8-A802, e-mail Joel.Rabinovitz@fcc.gov

⁸ *Id.* § 1.45(c).

⁹ *See id.* §§ 1.46(a) and 73.3584(e).

Any submission that is e-mailed to Best Copy and Printing and Taft Snowdon should include in the subject line of the e-mail: (1) MB Docket No. 11-66; (2) the name of the submitting party; (3) a brief description or title identifying the type of document being submitted (e.g., MB Docket No. 11-66, Cumulus Citadel Merger, *Ex Parte* Notice).

People with Disabilities. To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (TTY).

Availability of Documents. Documents in this proceeding will be available for public inspection and copying during business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The documents may also be purchased from BCPI, telephone (202) 488-5300, facsimile (202) 488-5563, TTY (202) 488-5562, e-mail fcc@bcpiweb.com.

The applications are also available electronically through the Commission's ECFS, which will provide hyperlinks to the applications in the Media Bureau's Consolidated Database System ("CDBS"). ECFS may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

For further information, contact Taft Snowdon at (202) 418-2742. For press inquiries, contact Janice Wise at (202) 418-8165.

By: Chief, Media Bureau